



CITY OF LODI COUNCIL COMMUNICATION

AGENDA TITLE: Adopt Resolution Authorizing Specific Staff Members of York Insurance Services Group, Inc. (Formerly Bragg and Associates, Inc.) as Signers on the City of Lodi / Workers Compensation Claims Management Account

MEETING DATE: December 16, 2009

PREPARED BY: Kirk J. Evans, Management Analyst

RECOMMENDED ACTION: Adopt resolution authorizing specific staff members of York Insurance Services Group, Inc. (formerly Bragg and Associates, Inc.) as signers on the City of Lodi / Workers Compensation Claims Management account with Farmers and Merchants Bank (F&M); and authorize the City Manager to execute the attached Exhibit A (Corporate Authorization Resolution) and Exhibit B (Facsimile Signature Agreement).

BACKGROUND INFORMATION: For several years, the City of Lodi has maintained a trust account at Farmers & Merchants Bank that is used by the City's workers compensation third party claims administrator to make claims payments to physicians, medical services providers, injured employees and other parties active in the workers compensation arena. Gregory B. Bragg & Associates has served as the City's claims administrator since November 2005. The account name at F&M has been GB Bragg during this term of service. Gregory B. Bragg & Associates recently changed its name to York Insurance Services Group, Inc. This necessitates that the name of the account also be changed. It will now be entitled City of Lodi / Workers Compensation Claims Management account. York staff authorized as signers on this account must also be updated as shown on Exhibit A attached (Corporate Authorization Resolution). The attached exhibits provided by F&M state in part that "the signature of an Agent on this resolution is conclusive evidence of their authority to act on behalf of the Corporation." F&M requires City Council authorization and the signature of the City Manager on these exhibits in order to conduct City banking business.

FISCAL IMPACT: None.

FUNDING AVAILABLE: Not Applicable.


Jordan Ayers
Deputy City Manager

Attachments

APPROVED: 
Blair King, City Manager

RESOLUTION NO. 2009-173

A RESOLUTION OF THE LODI CITY COUNCIL
AUTHORIZING SPECIFIC STAFF MEMBERS OF YORK
INSURANCE SERVICES GROUP, INC. AS SIGNERS ON
THE CITY OF LODI/WORKERS COMPENSATION
CLAIMS MANAGEMENT ACCOUNT

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NOW, THEREFORE, BE IT RESOLVED that the Lodi City Council does hereby authorize Gregory B. Bragg, Executive Chairman; Amber Butler, Accounting Manager; Karen Callahan, Vice-president Workers Compensation; Tom McCampbell, Vice-President Workers Compensation; and Jeff Kimball, Executive Vice-President/Chief Financial Officer, of York Insurance Services Group, Inc., to act as signers on the City of Lodi / Workers Compensation Claims Management Account with Farmers and Merchants bank; and

BE IT FURTHER RESOLVED that the City Council further authorizes the City Manager, Blair King, to execute Exhibit A (Corporate Authorization Resolution) and Exhibit B (Facsimile Signature Agreement) attached hereto on behalf of the City of Lodi.

Dated: December 16, 2009

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I hereby certify that Resolution No. 2009-173 was passed and adopted by the City Council of the City of Lodi in a regular meeting held December 16, 2009, by the following vote:

AYES: COUNCIL MEMBERS – Hansen, Hitchcock, Johnson, Mounce,
and Mayor Katzakian

NOES: COUNCIL MEMBERS – None

ABSENT: COUNCIL MEMBERS – None

ABSTAIN: COUNCIL MEMBERS – None


RANDI JOHL
City Clerk



CORPORATE AUTHORIZATION RESOLUTION

FARMERS & MERCHANTS BANK OF CENTRAL CA
PO BOX 3000
LODI, CA 95241-1902

By: CITY OF LODI
P O BOX 3006
LODI CA 95243.

Referred to in this document as "Financial Institution"

Referred to in this document as "Corporation"

I, CALIFORNIA, certify that I am Secretary (clerk) of the above named corporation organized under the laws of CITY OF LODI Federal Employer I.D. Number 94-6000361, engaged in business under the trade name of CITY OF LODI, and that the resolutions on this document are a correct copy of the resolutions adopted at a meeting of the Board of Directors of the Corporation duly and properly called and held on 10/09/09 (date). These resolutions appear in the minutes of this meeting and have not been rescinded or modified.

AGENTS Any Agent listed below, subject to any written limitations, is authorized to exercise the powers granted as indicated below:

Name and Title or Position	Signature	Facsimile Signature (if used)
A. <u>GREGORY B BRAGG</u>	X <u>[Signature]</u> X	X <u>[Facsimile Signature]</u> X
B. <u>AMBER BUTLER</u>	X <u>[Signature]</u> X	X <u>[Facsimile Signature]</u> X
C. <u>KAREN CALLAHAN</u>	X <u>[Signature]</u> X	X <u>[Facsimile Signature]</u> X
D. <u>TOM MC CAMPBELL</u>	X <u>[Signature]</u> X	X <u>[Facsimile Signature]</u> X
E. <u>JEFF KIMBALL</u>	X <u>[Signature]</u> X	X <u>see attached</u> X
F. _____	X _____ X	X _____ X

POWERS GRANTED (Attach one or more Agents to each power by placing the letter corresponding to their name in the area before each power. Following each power indicate the number of Agent signatures required to exercise the power.)

Indicate A, B, C, D, E, and/or F	Description of Power	Indicate number of signatures required
<u>NA</u>	(1) Exercise all of the powers listed in this resolution.	_____
<u>ABCDEF</u>	(2) Open any deposit or share account(s) in the name of the Corporation.	<u>1</u>
<u>ABCDEF</u>	(3) Endorse checks and orders for the payment of money or otherwise withdraw or transfer funds on deposit with this Financial Institution.	<u>1</u>
<u>NA</u>	(4) Borrow money on behalf and in the name of the Corporation, sign, execute and deliver promissory notes or other evidences of indebtedness.	_____
<u>NA</u>	(5) Endorse, assign, transfer, mortgage or pledge bills receivable, warehouse receipts, bills of lading, stocks, bonds, real estate or other property now owned or hereafter owned or acquired by the Corporation as security for sums borrowed, and to discount the same, unconditionally guarantee payment of all bills received, negotiated or discounted and to waive demand, presentment, protest, notice of protest and notice of non-payment.	_____
<u>ABCDEF</u>	(6) Enter into a written lease for the purpose of renting, maintaining, accessing and terminating a Safe Deposit Box in this Financial Institution	<u>1</u>
<u>NA</u>	(7) Other _____	_____

LIMITATIONS ON POWERS The following are the corporation's express limitations on the powers granted under this resolution.

EFFECT ON PREVIOUS RESOLUTIONS This resolution supersedes resolution dated NA. If not completed, all resolutions remain in effect.

CERTIFICATION OF AUTHORITY

I further certify that the Board of Directors of the Corporation has, and at the time of adoption of this resolution had, full power and lawful authority to adopt the resolutions on page 2 and to confer the powers granted above to the persons named who have full power and lawful authority to exercise the same. (Apply seal below where appropriate.)

☐ If checked, the Corporation is a non-profit corporation.

In Witness Whereof, I have subscribed my name to this document and affixed the seal of the Corporation on _____ (date).

Attest by One Other Officer _____

Secretary _____

RESOLUTIONS

The Corporation named on this resolution resolves that:

- (1) The Financial Institution is designated as a depository for the funds of the Corporation and to provide other financial accommodations indicated in this resolution.
- (2) This resolution shall continue to have effect until express written notice of its rescission or modification has been received and recorded by the Financial Institution. Any and all prior resolutions adopted by the Board of Directors of the Corporation and certified to the Financial Institution as governing the operation of this corporation's account(s), are in full force and effect, until the Financial Institution receives and acknowledges an express written notice of its revocation, modification or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to the Financial Institution, establishing the authority for the changes.
- (3) The signature of an Agent on this resolution is conclusive evidence of their authority to act on behalf of the Corporation. Any Agent, so long as they act in a representative capacity as an Agent of the Corporation, is authorized to make any and all other contracts, agreements, stipulations and orders which they may deem advisable for the effective exercise of the powers indicated on page one, from time to time with the Financial Institution, subject to any restrictions on this resolution or otherwise agreed to in writing.
- (4) All transactions, if any, with respect to any deposits, withdrawals, rediscounts and borrowings by or on behalf of the Corporation with the Financial Institution prior to the adoption of this resolution are hereby ratified, approved and confirmed.
- (5) The Corporation agrees to the terms and conditions of any account agreement, properly opened by any Agent of the Corporation. The Corporation authorizes the Financial Institution, at any time, to charge the Corporation for all checks, drafts, or other orders, for the payment of money, that are drawn on the Financial Institution, so long as they contain the required number of signatures for this purpose.
- (6) The Corporation acknowledges and agrees that the Financial Institution may furnish at its discretion automated access devices to Agents of the Corporation to facilitate those powers authorized by this resolution or other resolutions in effect at the time of issuance. The term "automated access device" includes, but is not limited to, credit cards, automated teller machines (ATM), and debit cards.
- (7) The Corporation acknowledges and agrees that the Financial Institution may rely on alternative signature and verification codes issued to or obtained from the Agent named on this resolution. The term "alternative signature and verification codes" includes, but is not limited to, facsimile signatures on file with the Financial Institution, personal identification numbers (PIN), and digital signatures. If a facsimile signature specimen has been provided on this resolution, (or that are filed separately by the Corporation with the Financial Institution from time to time) the Financial Institution is authorized to treat the facsimile signature as the signature of the Agent(s) regardless of by whom or by what means the facsimile signature may have been affixed so long as it resembles the facsimile signature specimen on file. The Corporation authorizes each Agent to have custody of the Corporation's private key used to create a digital signature and to request issuance of a certificate listing the corresponding public key. The Financial Institution shall have no responsibility or liability for unauthorized use of alternative signature and verification codes unless otherwise agreed in writing.

Pennsylvania. The designation of an Agent does not create a power of attorney; therefore, Agents are not subject to the provisions of 20 Pa.C.S.A. Section 5601 et seq. (Chapter 56; Decedents, Estates and Fiduciaries Code) unless the agency was created by a separate power of attorney. Any provision that assigns Financial Institution rights to act on behalf of any person or entity is not subject to the provisions of 20 Pa.C.S.A. Section 5601 et seq. (Chapter 56; Decedents, Estates and Fiduciaries Code).

FOR FINANCIAL INSTITUTION USE ONLY

Acknowledged and received on _____ (date) by _____ (initials) ☐ This resolution is superseded by resolution dated _____.

Comments:

John - line

FACSIMILE SIGNATURE AGREEMENT

Agreement regarding Facsimile Signatures (Rubber Signature Stamps, etc.) Not for Instructions received through Facsimile Transmission such as through Facsimile (FAX) machine or telecopier

City of Lodi / Workers Compensation Claims Mgmt Acct Account Number (s)
Customer/Account Name _____

Farmers & Merchants Bank of Central California ("Bank") and the Customer named above agree as follows:

1. Bank may honor checks or drafts for the payment of money drawn on Customer's above-described account(s) when the items bear or appear to bear the facsimile signature of any of the following person:

Print Name
GREGORY B BRAGG

Signature

Facsimile

Print Name

Signature

Facsimile

JEFF KIMBALL

Print Name

Signature

Facsimile

2. Bank may honor and charge Customer for such items, regardless of by whom or by what means the actual or purported facsimile signature has been made, provided the facsimile Signature resembles the signature, or the facsimile specimen, which Customer has filed with Bank.
3. All previous authorizations for the signing and honoring of checks, drafts or other orders for the payment of money drawn on Bank by Customer are continued in full force and effect.
4. Customer agrees to hold Bank harmless and indemnify Bank from and against any and all loss, cost, expense, including reasonable attorney's fees, resulting from Bank acting upon such authorization which Bank reasonably believes to have come from the customer.
5. Bank may terminate this agreement at any time with or without cause or prior notice

Dated _____, 20____

By: _____
Authorized Signature

Title: _____

CORPORATE CERTIFICATION

I certify that:

- I am the Secretary or Assistant Secretary of the Corporation named on the Facsimile Signature Agreement ;
- I hereby certify that the following resolution is a complete and accurate copy of a *resolution* duly adopted by the Corporation's Board of Directors:

"Resolved: The President, any Vice President, the Secretary, or Treasurer of this Corporation is authorized to enter into Facsimile Signature Agreements with Farmers & Merchants Bank of Central California on behalf of this Corporation. FURTHER RESOLVED: This authorization is in addition to any other authorizations in effect and shall remain in effect until Farmers & Merchants Bank of Central California receives written notice of its revocation at each office where this Corporation's accounts are maintained."

The resolution is now in full force and has not been revoked or changed in any way.

DATED: _____
SIGNATURE OF SECRETARY OR ASSISTANT SECRETARY